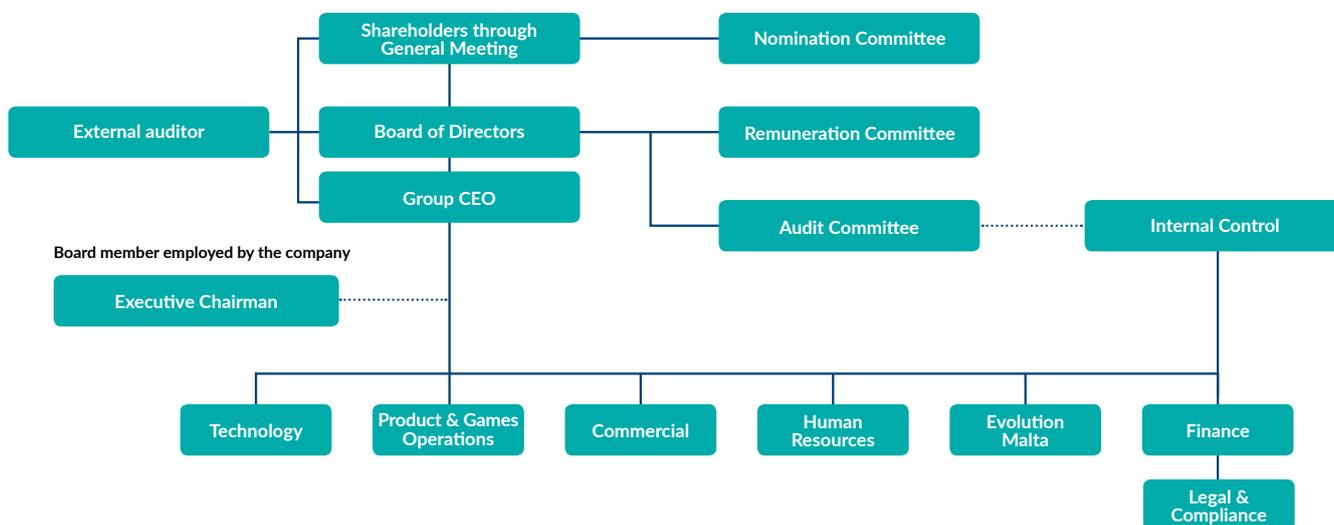


# Corporate governance report

Evolution AB (publ) ("Evolution") is a Swedish public limited company that was formed in December 2014 and that is listed on the Nasdaq Stockholm exchange. Evolution complies with all applicable statutes and regulations, including the Swedish Companies Act, EU Market Abuse Regulation, the Swedish Code of Corporate Governance (the "Code") and other regulations and Nasdaq Stockholm's Rule Book for Issuers. The current Code is available at the Swedish Corporate Governance Board's website [www.bolagsstyrning.se](http://www.bolagsstyrning.se).

## Evolution's corporate governance model



## Ownership and voting rights

At the end of 2021, the share capital in Evolution amounted to EUR 646,536.56, divided between a total 215,111,115 shares with a nominal value of EUR 0.003 each. All shares belong to the same class of shares, with equal voting rights (one vote per share) and shares of the company's capital and profit. On 31 December 2021, there were 110,648 shareholders. At the same point in time, the company's largest shareholders were Capital Group with 15.7 percent of the share capital and votes, and Jens von Bahr as well as Fredrik Österberg (through Österbahr Ventures AB) with 10.7 percent of the share capital and votes.

The ten largest shareholders represented 49.6 percent of the share capital and votes. Further information about the company's share and shareholders is presented under "The Evolution share" on page 26-27 and on the company's website.

## General Meetings

The Annual General Meeting is Evolution's highest decision-making body, at which shareholders exercise their influence on the company. All shareholders registered in the company's CSD register who notify the company in time of their attendance are entitled to attend the General Meeting and vote for all of their shares. The company's Annual General Meeting is held in the spring. The date and venue are announced in connection with the third interim report at the latest.

Information on how shareholders can have a matter considered

at the Annual General Meeting in the following year, and when, at the latest, such a request must be received is detailed on the company's website in connection with the publication of the third interim report at the latest. Notice of the Annual General Meeting is published no later than four weeks prior to the meeting through an advertisement in Post- och Inrikes Tidningar (official Swedish gazette) and by posting the notice on the company's website. The company will place an advertisement in Swedish financial daily Dagens Industri that the notice has been issued.

The Annual General Meeting's mandatory duties include making decisions on:

- Adoption of the income statement and balance sheet
- Appropriation of profits and dividend
- Discharge from liability for the Board of Directors and the Group CEO
- Election of the Board of Directors and auditors
- Determination of fees for the Board members and the auditors
- Nomination Committee.

At the Annual General Meeting, decisions are normally made by a simple majority of the votes cast. On certain decision matters, however, the Swedish Companies Act requires a proposal to be approved by a larger proportion of the votes cast. Extraordinary General Meetings may be held when necessary.

### Annual General Meeting 2021

The 2021 Annual General Meeting was held on 16 April 2021. At the meeting, 51 percent of all shares and votes were represented.

At the annual general meeting income statements and balance sheets for 2020 for the company and the group were adopted and it was resolved on, among other things, a dividend of EUR 0.68 per share, discharge from liability for the board members and the managing director, re-election of the board members and the chairman of the board, authorisation for acquisition and transfer of own shares, reduction of the share capital through redemption of own shares and increase of the share capital through bonus issue as well as authorisation for the board of directors to issue shares, warrants and convertible debt. The minutes of the meeting, as well as other documentation from the meeting, are available on the company's website.

### Annual General Meeting 2022

The 2022 Annual General Meeting will take place on 8 April 2022. Notification of the meeting will be issued on the company's website, where requisite documents, such as information providing the basis for decisions, will also be made available prior to the meeting.

### Nomination Committee

The Annual General Meeting determines how the Nomination Committee should be appointed. At the 2021 Annual General Meeting, it was decided that the Chairman of the Board of Directors is to contact the three largest shareholders in terms of votes based on Euroclear Sweden AB's list of registered shareholders on the last business day of August. The three largest shareholders will be given the opportunity to elect one representative each to form the Nomination Committee along with one of the members of the Board of Directors who is independent in relation to the Company's management. If any of these shareholders chooses to waive their right to elect a representative, their right is transferred to the shareholder who, after these shareholders, has the largest share ownership. In preparation for the Annual General Meeting, the Nomination Committee is tasked with presenting proposals regarding:

- The chairman for the Annual General Meeting
- Number of Board members
- Board members and Chairman of the Board
- Board remuneration
- Possible remuneration for committee work
- Auditors and auditors' fees if such a decision is to be made
- Process for establishing the ensuing Nomination Committee.

The proposals of the Nomination Committee are presented in the notice of the Annual General Meeting and on the company's website. The Nomination Committee's mandate

period runs until a new Nomination Committee has been appointed under the decision establishing the new Nomination Committee at the 2022 Annual General Meeting.

| Member                   | Appointed by                       | Independent in relation to the company and its senior management | Share of votes as per 31 December 2021 |
|--------------------------|------------------------------------|--|--|
| Ian Livingstone          | Richard Livingstone                | Yes  | 4.7%                                   |
| Peter Ihrfelt (Chairman) | Österbahr Ventures AB              | Yes  | 10.7%                                  |
| Michael Hayward          | WCM Investment Management          | Yes  | 5.1%                                   |
| Jonas Engwall            | Board of Directors of Evolution AB | Yes  | —                                      |

### Board of Directors

#### Responsibilities and duties of the Board of Directors

The Board of Directors bears the overall responsibility for the organisation of the company and the management of its affairs and is to work in the interests of the company and all of its shareholders. The mandatory tasks of the Board of Directors include determining the company's overall targets and strategies, evaluating the Group CEO, ensuring that there are systems in place for monitoring and controlling the operations and the risks associated with them, ensuring that there is satisfactory control of the company's regulatory compliance and ensuring that the information issued by the company is characterised by openness and is accurate, relevant and reliable.

#### Instructions and policies

The Board of Directors annually reviews and adopts the following corporate governance related instructions and policies among others:

- Rules of procedure of the Board of Directors
- Instructions for the Group CEO
- Rules of procedure of the Audit Committee
- Rules of procedure of the Remuneration Committee
- Code of Conduct
- Sustainability Policy.

## Composition of the Board of Directors

The Board of Directors is appointed by the shareholders at the Annual General Meeting for the period until the end of the next Annual General Meeting and, in accordance with the Articles of Association, shall consist of at least three and at most eight members with no deputies. The Annual General Meeting determines the precise number of members.

At the 2021 Annual General Meeting, Jens von Bahr (Chairman), Joel Citron, Jonas Engwall, Ian Livingstone and Fredrik Österberg were elected as members of the Board of Directors. Mimi Drake was elected as a member of the Board of Directors at an Extraordinary General Meeting on 20 August 2021. Sandra Urie was elected as a member of the Board of Directors at an Extraordinary General Meeting on 6 October 2021. For further details of each Board Member, see page 66-67.

In addition to being a Board Member, Jens von Bahr is also employed by the company as the Executive Chairman. He is not a member of the company's senior management. Under the terms of his employment, Jens von Bahr shall, in addition to, and separately from, his duties as Chairman of the Board, focus on strategic issues and establish and implement the Group's future growth plans in cooperation with the management team, customers and shareholders. As one of the founders of the

Group, Jens von Bahr has special insight into the operations and the live casino industry and the markets in which the Group operates or may operate in the future. He also has long-term and valuable relationships with customers and business partners. Consequently, having access to this experience at both the Board level and in the ongoing operations benefits both the company and its shareholders.

As an employee, the Executive Chairman reports to the Group CEO. The division of responsibilities between the Group CEO and the Executive Chairman is well regulated in the Board's rules of procedure and the company's instructions for the Group CEO. Jens von Bahr does not receive any remuneration for his duties as a member of the company's Board of Directors. In accordance with what was communicated in connection with the listing of the company on Nasdaq Stockholm in June 2017, the company expects that Jens von Bahr's employment will be re-considered in the future.

Fredrik Österberg was employed by the company as Group Chief Strategy Officer until April 2018.

| Member            | Fees and salaries <sup>1)</sup> |               |               | Independent <sup>3)</sup> | Attendance <sup>2)</sup> |                 |                        |
|-------------------|---------------------------------|---------------|---------------|---------------------------|--------------------------|-----------------|------------------------|
|                   | Board fee                       | Committee fee | Salary        |                           | Board meetings           | Audit Committee | Remuneration Committee |
| Jens von Bahr     | N/A                             | N/A           | SEK 4,200,000 | No/No                     | 13                       | N/A             | N/A                    |
| Joel Citron       | EUR 30,000                      | N/A           | N/A           | Yes/Yes                   | 14                       | 4               | 1                      |
| Jonas Engwall     | EUR 30,000                      | N/A           | N/A           | Yes/Yes                   | 13                       | 4               | 1                      |
| Mimi Drake        | EUR 30,000                      | N/A           | N/A           | Yes/Yes                   | 6                        | 1               | N/A                    |
| Sandra Urie       | EUR 30,000                      | N/A           | N/A           | Yes/Yes                   | 5                        | N/A             | N/A                    |
| Ian Livingstone   | EUR 30,000                      | N/A           | N/A           | Yes/Yes                   | 13                       | N/A             | 1                      |
| Fredrik Österberg | EUR 30,000                      | N/A           | N/A           | No/No                     | 14                       | 3               | N/A                    |

<sup>1)</sup> Fees refer to the amounts approved by the 2021 Annual General Meeting. For Board Members who are employees, the stated figure refers to annual salary.

<sup>2)</sup> Attendance refers to meetings during the 2021 financial year.

<sup>3)</sup> Independent in relation to the company and the company's management/to the largest shareholders.

## Independence

The number of Board members who are independent in relation to the company is five (71 percent) and the number of Board members who are independent in relation to major shareholders are five (71 percent). Jens von Bahr and Fredrik Österberg together own approximately 10.7 percent of the shares and votes in the company (through Österbahr Ventures AB) and are therefore not independent in relation to major shareholders. Since Jens von Bahr is employed by the company as Executive Chairman and Fredrik Österberg has been employed by the company during the last three years they are also not independent in relation to the company or its senior management.

A Board member may not take part in decisions where a conflict of interest may exist. This comprises decisions regarding agreements between a Board member and the company, agreements between the company and third parties in which the Board member has a material interest that could constitute a conflict of interest for the company, as well as agreements between the company and the legal entity that the Board member represents.

## Working procedures and meetings

In addition to laws and recommendations, the work of the Board of Directors is governed by its rules of procedure. The rules of procedure have been adopted by the Board of Directors and include instructions concerning, among other things, Board meetings and their contents, the division of duties within the Board and information to the Board.

## Chairman of the Board in 2021

The Chairman of the Board is appointed by the Annual General Meeting. Jens von Bahr was elected Chairman of the Board by the 2021 Annual General Meeting for the period until the end of the next Annual General Meeting. Jens von Bahr is the Executive Chairman of the Board, meaning that he is employed by the company. See the Composition of the Board of Directors section on page 58 for further details of what this employment entails.

The Chairman's role is to organise the work of the Board so that it is run efficiently and generates conditions for optimum performance of the Board's commitments.

## Work of the Board of Directors in 2021

The Board of Directors held 14 meetings in 2021, of which three were a statutory meeting, three to approve interim reports and one to approve the year-end report. All meetings followed an agenda that, on relevant points, was addressed with documentation provided to members prior to the meetings. As a rule, the meetings are also attended by the company's Director of M&A as secretary, the Group CEO and Group CFO.

At each meeting, the Group CEO updates the Board Members on the company's operational and financial development.

In addition, various senior executives and the auditor participate if necessary, to present various factual matters. The principal points addressed by Board meetings in 2021 included matters regarding, as well as the approval of, the business plan and budget, Group policies, and annual, year-end and interim reports.

The matters addressed by the Board of Directors at the Board meetings in 2021 include:

- **February**  
Adoption of interim report for the fourth quarter of 2020
- **March**  
The company's auditor participated in part of the meeting without the presence of the Group CEO or any other member of company management  
Approval of the annual accounts for 2020  
Evaluation of the work of the Board of Directors and the Group CEO  
Approval of the documentation for the 2021 Annual General Meeting
- **April**  
Adoption of interim report for the first quarter of 2020 Statutory Board meeting
- **July**  
Adoption of interim report for the second quarter of 2021
- **August**  
Statutory Board meeting
- **October**  
Adoption of interim report for the third quarter of 2021 Statutory Board meeting
- **December**  
Approval of 2022 budget.

## Assurance of quality in financial reporting

The formal work plan adopted annually by the Board includes detailed instructions about which financial statements and what financial information is to be provided to the Board. The Group CEO is responsible for the Board receiving, in addition to the year-end report, interim reports and annual accounts, regular information about the company's financial performance including its financial position and liquidity.

The Board of Directors also examines, primarily through its Audit Committee, the most significant accounting principles applied within the Group in respect to its financial reporting, as well as significant changes in the reporting principles. All Audit Committee meetings are recorded and the minutes kept available to all Board Members and the auditors.

### Evaluation of the work of the Board of Directors

Through a systematic and structured process, the Board shall annually assess its work and the division of labour between individual members. The Chairman of the Board informs the Nomination Committee of the outcome of the evaluation. The Board continuously evaluates the work of the Group CEO and Group management. This evaluation shall be discussed at least once a year at a meeting of the Board without the Group CEO or any other member of Group Management being present.

### Remuneration to the Board of Directors

Remuneration to the Board of Directors is proposed by the Nomination Committee, approved by the Annual General Meeting and paid to Board Members who are not employees of the company. At the 2021 Annual General Meeting, it was decided that a fee of EUR 30,000 should be paid to each Board Member not employed by the company.

No specific compensation is paid to the members of the Board committees.

Jens von Bahr is employed by the company and does therefore not receive any Board fee. Jens von Bahr receives an annual salary of SEK 4,200,000 from the company (including applicable retirement benefits and without entitlement to variable compensation). The fee paid to Jens von Bahr for his position in the company was approved by an Extraordinary General Meeting on 24 January 2017.

### Diversity policy

The company's Board of Directors has adopted a diversity policy applicable to its own composition. According to this policy, the Board of Directors shall, taking into account the company's operations, stage of development and circumstances, be appropriately composed and characterised by versatility and breadth in terms of the expertise, experience and background of the members elected by the Annual General Meeting. The objective is to seek an even gender distribution on the Board of Directors. Evolution considers diversity important in ensuring that Board Members' profiles provide the necessary range of perspectives, experience and skills required to achieve effective governance. In preparing its proposal for the composition of the Board of Directors, the Nomination Committee takes into account the Code and the Board's Diversity Policy, seeking to achieve diversity on the Board of Directors.

### Board committees

The Board of Directors has established a Remuneration Committee and an Audit Committee.

#### Remuneration Committee

The Remuneration Committee consists of Joel Citron (chairman), Ian Livingstone and Jonas Engwall. The Remuneration Committee's duties include preparing the following matters for decision by the Board:

- Salary, other remunerations and pension benefits for the Group CEO
- Salary, other remuneration and pension benefits for the Executive Chairman
- The company's remuneration policy and other terms of employment for the company's senior management
- Share option programmes and similar arrangements, as well as other rewards or forms of compensation referred to, target a wider range of Group employees.

The Remuneration Committee shall also monitor and evaluate both current and completed variable remuneration programmes for the company's senior management. In addition, the Committee shall monitor and evaluate the application of guidelines for remuneration to senior executives, as well as current remuneration structures and levels in the company. During 2021, one meeting was held at which all members attended.

#### Audit Committee

The Audit Committee consists of Joel Citron (chairman), Mimi Drake and Jonas Engwall. The Audit Committee's tasks include:

- Preparing the Board's work with regard to quality in the financial reporting and processes for managing the business risks of the company and the Group
- Monitoring the company's financial reporting and assisting the Board in assuring the effectiveness of the company's internal control, internal audit and risk management
- Regularly meeting the company's auditors and being briefed on the statutory audit, focus and scope of the audit, as well as discussing the coordination between the external and internal audit as well as the view of the risks in the company
- Establishing guidelines for which services, beyond audit services, the company may purchase from the auditors, as well as evaluating and monitoring the independence of the company's auditors and, in connection with this, paying particular attention to whether the auditor provides additional services to the company beyond auditing
- Evaluating the audit and informing the company's Nomination Committee of the outcome of this evaluation.

The Audit Committee shall also organise a selection process to prepare recommendations of auditors to the Nomination Committee when so required by applicable rules and assisting the Nomination Committee in preparing its proposals on auditors and compensation for auditing. During 2021, four meetings were held.

## Division of labour between the Chairman of the Board and the Group CEO

The company has an Executive Chairman working mainly in the following areas: preparing long-term strategic issues beyond the Group CEO's strategic work within current business plans, ongoing evaluation of strategic partnerships and acquisitions, as well as assisting Group Management in strategic projects and in connection with the recruitment of key competencies. The Group CEO's instructions clarify that the duties of the Executive Chairman as an employee should not interfere with the duties of the Group CEO and that the Executive Chairman may not perform any ongoing management tasks. The Board of Directors' rules of procedure state that the work performed by the Chairman of the Board as an employee is separate from, and in addition to, his work as Chairman of the Board. In addition to duties explicitly in line with his employment contract and the Group CEO's instruction, he may not perform any assignments for the company that go beyond the work of the Chairman of the Board, unless approved by the Board of Directors.

## Auditors

Auditors are elected by the Annual General Meeting. The auditor shall examine the company's annual report and accounts as well as the management by the Board of Directors and the Group CEO. The auditor shall also examine the group accounts, as well as the relationship inter se of group companies. In accordance with the Articles of Association, Evolution shall have one or two auditors. The auditors shall be appointed for the time period until the end of an annual general meeting held not later than during the fourth financial year after the election. The Annual General Meeting held in 2021 re-elected Öhrlings PricewaterhouseCoopers AB as the company's auditors up until the close of the Annual General Meeting held in 2022. The auditor in charge is Johan Engstam, who was born in 1966 and is an authorised public accountant.

## Group CEO and Group Management

Evolution's Group Management has extensive experience and works to achieve long-term profitable growth in line with the company's strategy and vision. The Group CEO is appointed by, and receives instructions from, the Board of Directors. In turn, the Group CEO appoints the other members of Group Management and is responsible for the ongoing administration of the Group in accordance with the Board's guidelines and instructions. The Group CEO reports to the Board of Directors, ensuring that it receives the information needed to make informed decisions. The Group CEO shall also ensure that matters to be addressed by the Board in accordance with applicable legislation, the Articles of Association and internal policies and guidelines are presented to the Board of Directors. The Group CEO attends, and reports to, all Board meetings, except on those occasions when

the Group CEO is evaluated by the Board as well as when the Board meets the company's auditor without management attending. Group Management embodies expertise covering all key areas of the company's business and strategy, including the CEO of Evolution's operating subsidiary Evolution Malta Limited. Evolution Malta Limited has a management team that addresses matters related to the operational activities.

## Working instructions for the Group CEO

The Board of Directors has developed and adopted instructions covering the Group CEO's responsibilities and tasks, as well as entitlement to represent the company. Within the framework of applicable laws, the Articles of Association, the Board of Director's formal work plan, the Group CEO's instructions and other instructions issued by the Board, the Group CEO is responsible for overseeing the company's day-to-day operations. The Group CEO is also responsible for ensuring that the Board receives information regularly to be able to monitor the company's financial position, financial planning and development. Prior to each regular Board meeting, the Group CEO shall submit information as requested by the Board in assessing the company's financial situation, including reports, metrics, proposed business plan and budget, forecasts, interim reports, financial statements and annual reports.

## Remuneration to senior executives

The 2021 Annual General Meeting established guidelines for senior executives for the period up until the Annual General Meeting held in 2022. Senior executives refer to the Group CEO and the Group management of Evolution. The guidelines should also apply to remuneration for members of the Board who are employed by the company, and what is stipulated in the guidelines regarding senior executives should when applicable also apply to members of the Board who are employed by the company. For information on the composition of the Group Management, see page 68-69.

The objective of the guidelines is to ensure that the company can attract, motivate and retain senior executives with the expertise and experience required to achieve company's operating goals. The remuneration shall be based on conditions that are market competitive and at the same time aligned with shareholders' interests. Remuneration to the senior executives shall consist of a fixed and, for some senior executives, variable salary. These components shall create a well-balanced remuneration reflecting individual competence, responsibility and performance, both short-term and long-term, as well as the company's overall performance.

**Fixed salary**

The senior executives' fixed salary shall be competitive and based on each senior executive's individual competences, responsibilities and performance. A review of the fixed salary shall be carried out on an annual basis for each calendar year.

**Variable compensation**

The senior executives (however not the board member employed by the company) may receive variable remuneration in addition to a fixed salary.

Annual variable remuneration is to be cash based and be based on predetermined and measurable performance criteria for the relevant senior executive aimed at promoting the company's long term value creation. The performance criteria are to be established and documented annually.

Depending on the level of performance achieved, annual variable remuneration can vary from no variable payment up to fifty percent of the annual base salary (however, one senior executive is entitled to variable compensation up to a hundred percent of his annual base salary under his existing employment agreement).

**Incentive programmes**

The shareholders' meeting shall be able to decide on long-term share and share-price related incentive programmes directed to, among others, the senior executives (however not to board members who are employees of the company). Such incentive programmes are to be designed with the aim of achieving increased alignment between the interests of the participating individual and the company's shareholders and so that a personal holding of shares in the company is promoted.

**Other benefits**

The company provides other benefits to senior executives in accordance with local practice. Such other benefits can include, for example company health care. Occasionally, housing allowance, paid schooling for underage children or travel allowances could be granted.

**Notice of termination and severance pay**

The maximum notice period for senior executives during which salary is paid is 12 months. Severance compensation may be paid in an amount not greater than 12 months' fixed salary.

**Deviations from guidelines**

The Board of Directors may deviate from the above guidelines where a special cause exists in an individual case. In the event the Board of Directors deviates from the guidelines, it shall explain the reason for the deviation at the following Annual General Meeting.

**Incentive programmes****2021/2024 programme**

The Extra General Meeting on 28 January 2021 resolved to issue a maximum of 5,000,000 warrants. Each warrant entitles the holder to subscribe for one new share in the company for SEK 1,113.80 during the period from and including 20 March 2024 (however not earlier than the day after the publication of the company's interim report for the period January–December 2023) up to and including the date that falls 30 calendar days thereafter.

In total 3,948,875 warrants were subscribed, of which 49,770 were bought back at the end of 2021. If all 3,899,105 warrants are exercised for subscription of 3,899,105 shares, the dilution effect will be approximately 1.8 percent.

The recipients of the warrants are key employees throughout the Group. Employees in Sweden and Georgia have paid the market value for the warrants. Employees in other countries have paid the market value for one warrant, while receiving one without payment for each that had been paid for. For warrants acquired at market value, the price (warrant premium) has been determined using Black & Scholes valuation model, with the valuation being carried out by Svalner Skatt.

**2020/2023 programme**

The Extra General Meeting on 16 January 2020 resolved to issue a maximum of 4,000,000 warrants. Each warrant entitles the holder to subscribe for one new share in the company for SEK 373.90 during the period from and including 31 March 2023 (however not earlier than the day after the publication of the company's year-end report for the period January–December 2022, the "First Exercise Date") up to and including the date that falls 30 calendar days thereafter.

In total 4,000,000 warrants were subscribed, of which 71,350 were bought back during 2020-2021. If all 3,928,650 warrants are exercised for subscription of 3,928,650 shares, the dilution effect will be approximately 1.8 percent.

The recipients of the warrants are key employees throughout the Group. Employees in Sweden have paid the market value for the warrants. Employees outside Sweden have paid the market value for one warrant, while receiving one without payment for each that had been paid for. For warrants acquired at market value, the price (warrant premium) has been determined using Black & Scholes valuation model, with the valuation being carried out by Svalner Skatt.

|  | 2021/2024        | 2020/2023        |
|--|------------------|------------------|
| Exercise price, SEK                        | 1,113.80         | 373.90           |
| Grant date                                 | 20/03/2021       | 27/02/2020       |
| Expiry date                                | 19/04/2024       | 30/04/2023       |
| Number of recipients                       | 248              | 108              |
| <b>Total number of warrants subscribed</b> | <b>3,899,105</b> | <b>3,928,650</b> |

During July-August 2021, the incentive programme 2018/2021 adopted on the Annual General Meeting on 20 April 2018 exercised. In total 1,679,075 new shares were subscribed for by a number of key individuals in the Company. Total dilution amounted to 0.79 percent.

### **Risk management and internal control**

Evolution's control system has been developed to ensure accurate, reliable financial reporting and accounting in accordance with applicable laws and rules, accounting standards and other requirements for listed companies. The foundation of the control environment is defined through policies, routines and manuals, and is upheld with the help of the company's organisational structure with clearly defined responsibilities.

#### **Control environment**

The Board of Directors bears the ultimate responsibility for an effective system of internal control and risk management being in place. Critical accounting issues and issues related to financial reporting are addressed by the Board and in the Board's Audit Committee. To ensure a well-functioning control environment, the Board of Directors has established a number of policies relevant to corporate governance and financial reporting. These include the Board's rules of procedure, Group CEO instructions and reporting instructions for financial reporting. The company also has a financial handbook, which includes principles, guidelines and process descriptions for accounting and financial reporting. At the statutory Board meeting following the Annual General Meeting, a formal work plan is established for the Board and instructions for the work of the Group CEO are determined, in which responsibilities and powers are further defined.

The Board has appointed an Audit Committee, tasked with preparing the Board's work with regard to quality in the financial reporting and processes for managing the business risks of the company and the group, as well as monitoring the company's financial reporting and assisting the Board in assuring the effectiveness of the company's internal control, internal audit and risk management.

The CFO regularly reports to the Audit Committee and works together with the company's finance function to develop and improve the internal control with regards to the Group's financial reporting, both proactively with a focus on the internal control environment, and by reviewing the effectiveness of internal control.

Responsibility for the daily work of maintaining the control environment rests primarily with the Group CEO. The Group CEO reports regularly to the company's Board of Directors.

The Board of Directors in its entirety or any one Board Member together with the Chairman of the Board may sign on behalf of the company. In addition, the company's CFO and CLO together are entitled to sign on behalf of the company.

In accordance with the Swedish Companies Act, the Group CEO may sign alone on behalf of the company regarding duties which the Group CEO is obliged to carry out pursuant to section 29 of the Swedish Companies Act.

### **Risk assessment**

The Group has established a Risk Management Committee, in which representatives of various relevant parts of the organisation meet quarterly to assess, discuss and mitigate potential risks. The Group has also adopted procedures and established internal risk management control systems, including an annual risk analysis for all business areas within the Group, where the purpose is to identify, evaluate and manage risks threatening the Group's objectives and strategies. The risk analysis is divided into strategic, operational, compliance, legal and financial risks. To ensure a relevant level of control, each business area has established a number of control activities counteracting the most significant risks identified in the risk analysis. A self-assessment of these control activities is performed annually and reported to the Risk Management Committee, which compiles and evaluates the results and reports to the Audit Committee and the Board of Directors.

#### **Risk assessment directly related to the provision of gaming services**

As certain jurisdictions have laws that explicitly consider the offering of, and participation in, gaming services conditional on particular licences or a criminal offence, the Group continuously undertakes precautionary measures, including Know Your Customer (KYC) checks of licensees and requiring, in its agreements, that operators comply with the laws and regulations applicable to them.

These provisions in the agreements constitute a form of legal protection and prevent certain end users from accessing the Group's products and services. The Group's customers (i.e. the casino operators) are responsible for the end users' access to their online gaming platforms at the local level and in accordance with local laws and regulations.

**Monitoring**

Monitoring of control activities is conducted continuously to ensure that risks have been satisfactorily observed and addressed. This includes tracking of results in relation to budget and plans, analyses and key figures. The Board of Directors continuously evaluates the information provided by the company's management team. The process includes both reconciliation of monthly financial reports against budgets and goals and reporting at Board meetings. Through the Audit Committee, the Board of Directors reviews and assesses the internal control organisation and function. The company's policies and instructions are evaluated and updated annually at a minimum or when needed.

The company's CFO presents the results of internal control work as a standing agenda item at Audit Committee meetings.

The results of the Audit Committee's work in the form of observations, recommendations and proposals for decisions and measures are continuously reported to the Board of Directors.

**Information and communication**

The company has information and communication channels to promote the accuracy of the financial reporting and to facilitate reporting and feedback from the operations to the Board of Directors and the Group Management, for example by making governing documents such as internal policies, guidelines and instructions regarding the financial reporting available and known to the employees concerned.

The company is subject to the provisions of the EU Market Abuse Regulation No. 596/2014 (MAR). MAR sets out requirements on how inside information is to be published to the market, under which conditions the disclosure may be delayed and in what way the company is obliged to keep a list of persons working for the company and who has access to inside information. The company has assigned a digital and semi-automated tool to ensure that its handling of inside information meets the requirements of MAR and its insider policy. Only authorised persons in the company have access to the tool.

The company's financial reporting complies with Swedish laws and regulations and the local rules in each jurisdiction where operations are conducted. The company's information to shareholders and other stakeholders is provided through the interim reports, press releases and annual report according to the Group's Communication Policy.

**Internal audit**

The company has no separate review function (internal audit). The Board does not consider there to be special circumstances in operations or other conditions that would warrant such a function.



## Our Board of Directors

### **JENS VON BAHR** **Chairman of the Board**

Born 1971. Elected 2015, Chairman since 1 November 2016.

#### **Other assignments:**

Jens is a Board member in JOvB Investment AB, Österbahr Ventures AB, Barnebys Group AB and Sitoo AB.

#### **Experience:**

Jens is co-founder of Evolution. Before founding the company, Jens was Managing Director of Oriflame Sri Lanka. He has also started several entrepreneurial companies. Jens holds a BSc in Business from Stockholm University and a MBA from the University of Western Sydney.

#### **Shareholding:**

23,043,180 shares through Österbahr Ventures AB (jointly owned with Fredrik Österberg) and 15 310 shares through JOvB Investment AB. Not independent in relation to the company, the company's management or major shareholders of the company.

### **SANDRA URIE** **Board member**

Born 1952. Elected 2021.

#### **Other assignments:**

Sandra is Chairman Emeritus and Managing Director of Cambridge Associates, LLC. Among other assignments, she is a Board Member of Social Finance US and Crane Institute for Sustainability. In addition, she serves on the Advisory Board of Accounting for Sustainability (A4S) and the President's Council of Ceres.

#### **Experience:**

In addition to her current assignment, Sandra was CEO and Chairman of Cambridge Associates, LLC for sixteen years. She also served as Vice Chair of The Investors' Committee of the U.S. President's Working Group on Financial Markets and of 100 Women in Finance, and served on the Board of Stanford Management Company and on the Advisory Board of other organisations. She graduated from Stanford University and received a Master's in Public and Private Management from the Yale School of Management. She is a Chartered Financial Analyst (CFA).

#### **Shareholding:**

300 shares. Independent in relation to the company, the company's management and major shareholders of the company.

### **JONAS ENGWALL** **Board member**

Born 1970. Elected 2015.

#### **Other assignments:**

Jonas is owner and CEO of Knoxville AB, an investment company. Among other assignments, he is Chairman of ExOpen Systems AB, Sitoo AB and DBT Capital AB, and board member of Ekologens AB.

#### **Experience:**

Jonas was previously Chairman of Risenta AB and Svenssons I Lammhult AB. He has also founded several entrepreneurial companies, such as Skruf Snus AB.

He holds a Master of Business Administration from Stockholm School of Economics.

#### **Shareholding:**

159,630 shares. Independent in relation to the company, the company's management and major shareholders of the company.

### **MIMI DRAKE** **Board member**

Born 1968. Elected 2021.

#### **Other assignments:**

Mimi is Co-CEO of Permit Capital Advisors. Among other assignments, she is Founding Board Member and Chair Emerita of the Board of 100 Women in Finance and serves on the Boards of Hudson Global, Verus and Ben Franklin Technology Partners.

#### **Experience:**

Mimi has worked at Morgan Stanley Asset Management, at hedge funds and at a financial technology company. She received her M.B.A. in Finance from The Wharton School at the University of Pennsylvania and her B.A. in Economics from Trinity College (cum laude). She also attended the Radcliffe Publishing Program at Harvard University.

#### **Shareholding:**

305 shares. Independent in relation to the company, the company's management and major shareholders of the company.

**IAN LIVINGSTONE****Board member**

Born 1962. Elected 2015.

**Other assignments:**

Ian is Executive Chairman of London+Regional Properties Limited. He also holds various Board assignments within the London+Regional Properties group.

**Experience:**

Ian has vast experience from various senior positions in property development and retail.

**Shareholding:**

500,000 shares.

Independent in relation to the company, the company's management and major shareholders of the company.

**JOEL CITRON****Board member**

Born 1962. Elected 2015.

**Other assignments:**

Joel is CEO of Tenth Avenue Holdings LLC and Chairman of Tenth Avenue Commerce LLC.

**Experience:**

Joel has vast experience from various management positions in investment and operating companies in Europe and the USA. He holds a BSc Business Administration and MA. Economics from the University of Southern California.

**Shareholding:**

1,574,935 shares.

Independent in relation to the company, the company's management and major shareholders of the company.

**FREDRIK ÖSTERBERG****Board member**

Born 1970. Elected 2015.

**Other assignments:**

Fredrik is a Board member in FROS Ventures AB, Österbahr Ventures AB and Hammarby Fotboll AB.

**Experience:**

Fredrik is cofounder of Evolution. Before founding the company, Fredrik was CEO of Sportal Nordic.

He holds a BSc in Business Administration and Economics from Stockholm University.

**Shareholding:**

23,043,180 shares through Österbahr Ventures AB (jointly owned with Jens von Bahr) and 50,000 shares privately.

Not independent in relation to the company, the company's management or major shareholders of the company.

**The company's auditors****ÖHRLINGS PRICEWATERHOUSECOOPERS AB**

Johan Engstam

Authorised Public Accountant

## Our group management team



**MARTIN CARLESUND**  
**Group CEO**

Born 1970. Employed by the group since 2015.

**Shareholding:** 441,147 shares.

**Warrants:**

Rights through warrant program 2020/2023: 1,000,000

Rights through warrant program 2021/2024: 650,000

**Other assignments:**

Martin is Chairman of Carlesund Investments & Consulting AB and Sandstjärna Holding.

**Experience:**

Martin has been CEO of Highlight Media Group, Eniro Sverige, Eniro Finland and 3L System AB. He holds a MSc in finance together with courses in computer science, law and mathematics at University of Borås, Gothenburg School of Economics and Linköping University.



**DAVID CRAELIUS**  
**Chief Technology Officer**

Born 1974. Employed by the group since 2016.

**Shareholding:** 16,400 shares

**Warrants:**

Rights through warrant program 2020/2023: 28,000

Rights through warrant program 2021/2024: 50,000

**Other assignments:**

David is a board member of Stravito AB, Hivemind AB, Craelius & Hansson AB.

**Experience:**

David has been CTO of Klarna, Head of Banking at Avanza and CIO of Nordnet. He has studied at the Royal Institute of Technology in Stockholm.



**TODD HAUSHALTER**  
**Chief Product Officer and Games Operations**

Born 1978. Employed by the group since 2015.

**Shareholding:** 82,800 shares

**Warrants:**

Rights through warrant program 2020/2023: 120,000

Rights through warrant program 2021/2024: 130,000

**Experience:**

Vice President of Gaming Operations at MGM Resorts International, Global Director of Product Development at Shuffle Master and Vice President of Business Strategy Shuffle Master. He holds a MBA and an MS in Hospitality Administration from University of Nevada, Las Vegas.



**OLESYA IVANOVA**  
**Chief Operating Officer**  
**Latvia, Lithuania, Romania, Georgia, Malta, Belgium & Spain**

Born 1983. Employed by the group since 2006.

**Shareholding:** 53,193 shares

**Warrants:**

Rights through warrant program 2020/2023: 120,000

Rights through warrant program 2021/2024: 130,000

**Experience:**

Olesya joined Evolution as a Game Presenter and has since then held several positions with managerial responsibilities at the Riga production studio. She holds an EMBA from the Stockholm School of Economics in Riga.



**SEBASTIAN JOHANNISSON**  
**Chief Strategy Officer**

Born 1978. Employed by the group since 2008.

**Shareholding:** 892,500 shares

**Warrants:**

Rights through warrant program 2020/2023: 120,000

Rights through warrant program 2021/2024: 130,000

**Experience:**

Sebastian has been Head of Account Management at Evolution. He holds a Master of Business Administration from Uppsala University.



**JACOB KAPLAN**  
**Chief Financial Officer**

Born 1973. Employed by the group since 2016.

**Shareholding:** 60,000 shares

**Warrants:**

Rights through warrant program 2020/2023: 120,000

Rights through warrant program 2021/2024: 130,000

**Experience:**

Jacob has been CFO of Nordnet AB (publ) and Vice President, Finance Director at Nasdaq OMX Transaction Services Nordics. He holds a MSc in Industrial Engineering and Business Management from the Royal Institute of Technology in Stockholm and a BSc in Business Administration from Stockholm University.



**LOUISE WIWEN-NILSSON**  
**Chief Human Resources Officer**

Born 1972. Employed by the group since 2016.

**Shareholding:** 25,280 shares

**Warrants:**

Rights through warrant program 2020/2023: 55,000

Rights through warrant program 2021/2024: 130,000

**Other assignments:**

Founder and owner of Strong Brands Sweden AB.

**Experience:**

Louise has held several leading HR positions within Viacom/MTV, Nike and Walt Disney. She has a degree in Social and Behavioural studies at Lund University.